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The Honorable Joseph J. Farnan, Jr.
United States District Court
844 King Street
Wilmington, Delaware 19801

VIA E-FILE AND HAND DELIVERY

Re: *Bally Total Fitness Holding Corp. v. Liberation Investments, L.P., et al.*,
C.A. No. 05-841-JJF

Dear Judge Farnan:

As indicated in our letter of yesterday afternoon, the defendants have filed their motion to dismiss the pending proceedings as moot. A copy of the motion papers is attached.

We would respectfully renew our request that a hearing be scheduled on the motion as early as possible this week. The applicable law is straightforward and, as set forth in our motion, there is no need for the parties to incur the continuing expense of expedited discovery -- or to inconvenience more than a dozen witnesses over the next two weeks -- because there is no longer any basis for the preliminary injunction hearing in connection with which that discovery is being taken.

Finally, we would advise the Court that Bally has resorted to self-help by filing its own "corrective" proxy statement, which serves to moot its claimed basis for injunctive relief and to further supporting our pending motion.

Counsel remains available at Your Honor's convenience for a telephonic or live hearing on this matter.

Respectfully,

/s/ Steven T. Margolin (I.D. #3110)

Steven T. Margolin

STM/amb
Attachment

cc: Clerk, United States District Court (by hand delivery and e-filing)
Raymond J. DiCamillo, Esq. (by e-filing)

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